

Date: 07th September, 2022

To,

The General Manager	The Manager
BSE Limited	National Stock Exchange of India Limited
Corporate Relationship Department	Listing Department Exchange Plaza
Phiroze Jeejeebhoy Towers	5th Floor, Plot No. C-1, Block-G
Dalal Street	Bandra-Kurla Complex, Bandra(E)
Mumbai- 400 001	Mumbai-400 051
BSE Scrip Code: 531449	NSE Scrip Code: GRMOVER

Sub: Proceeding of Postal Ballot

With reference to the above captioned subject, we are enclosing herewith the proceeding of Postal Ballot result declared on 07th September, 2022 conducted pursuant to Postal Ballot Notice dated 05th August, 2022.

You are requested to kindly take the same on record.
Thanking you,

Yours faithfully,
For **GRM Overseas Limited**

MANISH Digitally signed
by MANISH
KUMAR
Date: 2022.09.07
19:51:06 +05'30'
KUMAR
Manish Kumar

General Counsel and Company Secretary
M.No. F7990



TANOUSH
ORGANIC

Benti



Registered Office
128, First Floor,
Shiva Market Pitampura,
Delhi 110034, India. • +91-11-4733 0330

Corporate Office
8 K.M. Stone, Gohana-Rohtak Road
Village Naultha, Panipat 132145
Haryana, India • +91-972964 7000/8000

Factory
• Gohana Road (Panipat), Haryana
• Naultha (Panipat), Haryana
• Gandhidham, Gujarat

PROCEEDING OF THE DECLARATION OF RESULTS OF THE POSTAL BALLOT FOR THE RESOLUTIONS AS SET OUT IN THE POSTAL BALLOT NOTICE DATED 05TH AUGUST, 2022.

Pursuant to the provisions of Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company had issued a Postal Ballot Notice dated 05th August, 2022 to obtain approval of shareholders through remote e-voting for:

Resolution 1- Approval of appointment of Mr. Tarun Singh as an Independent Director of the Company for a period of five years

The Board of Directors had engaged services of National Securities Depository Limited (NSDL) to provide e-voting facility to all the members as on cut-off date i.e. 05th August, 2022.

The remote e-voting period commenced from August 08, 2022(9:00 A.M. IST) and ended on, September 06, 2022 (5:00 P.M. IST).

The Board of Directors had appointed Devesh Arora, (Proprietor) of M/s Devesh Arora & Associates, Company Secretaries as Scrutinizer for postal ballot which was conducted only through electronic means in respect of the resolutions contained in the Notice dated 05.08.2022 in a fair and transparent manner.

Pursuant to the provisions of the Act and MCA Circulars issued by Ministry of Corporate Affairs, the Company has sent Postal Ballot notice(s) to its Members whose name(s) appeared in the Register of Members/ List of beneficial owners received from National Securities Depository Limited /Central Depository Services (India) Limited as on the Cut-off date i.e. 05th August, 2022 and whose e-mail IDs was available with the Company and Depositories, through electronic means only and has not dispatched physical notices to any member. The said Notice was also placed on the website of the Company. The intimation about completion of dispatch of the Notice of Postal Ballot by Email and the last date for receipt of reply from shareholders was also intimated to the members by way of publication of advertisement in the newspapers.

Further the Company vide the Postal Ballot notice dated 05th August, 2022 had also requested its shareholders to register their email addresses with the Registrar and Transfer Agent of the Company.

Members were advised to carefully read the instructions before casting their votes, The Scrutinizer after scrutiny of all Remote e-voting received within the scheduled time has submitted his report on 07th September, 2022.



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Based on the Consolidated Scrutinizer Report dated 07th September, 2022 the results of the Postal Ballot through Remote E Voting are as under

Sr. No.	Particular of Resolution	Total Valid Votes		Votes In Favour			Votes Against		
		Total Valid Votes		Votes in Favour			Votes Against		
		Voters	No. of Votes	Voters	No. of Votes	%	Voters	No. of Votes	%
1	Approval of appointment of Mr. Tarun Singh as an Independent Director of the Company for a period of five years.	189	43143225	178	43137417	99.99	11	5808	0.01

On the basis of Scrutinizer's report, Mr. Atul Garg, Chairman & Managing Director declared the result of Postal ballot through Remote E-voting on 07th September, 2022 at around 07.00 PM. The resolutions as mentioned in the Postal Ballot Notice dated 05.08.2022, was duly passed with requisite majority on 07th September, 2022. The copy of the resolution passed are attached.

Yours faithfully,
For **GRM Overseas Limited**

MANISH
KUMAR
Manish Kumar

General Counsel and Company Secretary
M.No. F7990

CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE SHAREHOLDERS OF GRM OVERSEAS LIMITED THOROUGH POSTAL BALLOT REMOTE E VOTING ON WEDNESDAY, 07TH SEPTEMBER, 2022

Resolution No. 1- To approve appointment of Mr. Tarun Singh as an Independent Director of the Company for a period of five years:

RESOLVED THAT pursuant to the recommendation of Nomination and Remuneration Committee of the Board and Board of Directors and pursuant to the provisions of Sections 149, 150 and 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (hereinafter referred to as “the Act”), the Companies (Appointment and Qualifications of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modification(s) or re-enactment thereof for the time being in force, Mr. Tarun Singh (DIN: 07753782), who has submitted a declaration that he meets the criteria for independence as provided in Section 149 of the Companies Act, 2013 and Regulation 16(1)(b) of Listing Regulations and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, being eligible for appointment, be and is hereby appointed as an Independent Director (Category: Non-Executive) of the Company not liable to retire by rotation and to hold office for the period / term of 5 (five) consecutive years with effect from August 05, 2022 to August 04, 2027, on the Board of Directors of the Company.

RESOLVED FURTHER THAT the Board / Committee of Directors of the Company or such Officer(s) / Authorized Representative(s) as may be authorized by the Board be and are hereby authorized to file the necessary applications, e-forms, documents with concerned statutory authorities/agencies such as the Registrar of Companies, Stock Exchanges, NSDL, CDSL, RTA, etc in relation thereto, send intimation(s) to Stock Exchange(s) as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to do all such acts, deeds, matters and things as may be deemed necessary, proper or expedient for the purpose of giving effect to the above resolution and for matters connected herewith or incidental hereto.”

Yours faithfully,
For **GRM Overseas Limited**

MANISH Digitally signed
by MANISH
KUMAR
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19:52:10 +05'30'
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